

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11  
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RESIDENTIAL CAPITAL, LLC, et al., : Case No. 12-12020 (MG)  
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Debtors. : Jointly Administered  
:  
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**STIPULATION AND ORDER ADOPTING UNIFORM PROTECTIVE ORDER FOR  
EXAMINER DISCOVERY FOR PURPOSES OF DISCOVERY OF  
CERBERUS CAPITAL MANAGEMENT, L.P. BY THE TRIAXX ENTITIES**

Non-Debtor Cerberus Capital Management, L.P. (“Cerberus”) and Triaxx Prime CDO 2006-1, LLC, Triaxx Prime CDO 2006-2, LLC and Triaxx Prime CDO 2007-1, LLC (collectively, “Triaxx”) hereby stipulate to and adopt by reference the terms and conditions of the Order [Docket 1223] and Uniform Protective Order for Examiner Discovery [Docket No. 1223-1] such that these terms and conditions shall govern the disclosure, discovery, production, and use of documents and other information provided by Cerberus to Triaxx in the above referenced chapter 11 cases.

For the avoidance of doubt, Triaxx stipulates and agrees that its legal or financial Advisor may receive material designated Professionals’ Eyes Only if such legal or financial Advisor is not (a) currently assisting and will not later assist Triaxx or any party in any mortgage related litigation against the Debtors, Ally Financial Inc., Cerberus, or their affiliates, and (b) is not itself a party nor does it intend to be a party in any mortgage-backed securities litigation against the Debtors, Ally Financial Inc., Cerberus, or their affiliates; provided, however, that the legal or financial Advisor will not share the Professionals’ Eyes Only information with Triaxx or

Triaxx's legal or financial advisors who are assisting Triaxx or any party in any mortgage-backed securities litigation against the Debtors, Ally Financial Inc., Cerberus, or their affiliates.

Triaxx further stipulates that all materials contained in the Examiner's Document Repository that do not relate to Debtors' RMBS Settlement/9019 Motion shall be treated as outside counsels' eyes only notwithstanding any provision of the Protective Order to the contrary.

Respectfully submitted,

Dated: October 17, 2012

MILLER & WRUBEL P.C.

By: /s/: Claire L. Huene  
Claire L. Huene  
Miller & Wrubel P.C.  
570 Lexington Avenue  
New York, NY 10022  
(212) 336-3519

*Attorneys for the Triaxx Entities*

Dated: October 17, 2012

SCHULTE ROTH & ZABEL LLP

By: /s/: Howard O. Godnick  
Howard O. Godnick  
Marguerite E. Gardiner  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, New York 10022  
Tel: (212) 756-2000  
Fax: (212) 593-5955  
howard.godnick@srz.com  
marguerite.gardiner@srz.com

*Attorneys for Cerberus Capital Management, L.P.*

**SO ORDERED:**

Dated: October 23, 2012  
New York, New York

/s/Martin Glenn  
MARTIN GLENN  
United States Bankruptcy Judge